

**Shanghai Biren Technology Co., Ltd.**  
**上海壁仞科技股份有限公司**

*(A joint stock company incorporated in the People's Republic of China with limited liability)*

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**Shanghai Biren Technology Co., Ltd.**  
**(the “Company”)**  
**Nomination Committee**  
**Terms of Reference**

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## **Definition**

1. For the purpose of these terms of reference (“**Terms of Reference**”):

**Board of Directors** refers to the board of Directors of the Company.

**Company Secretary** refers to one of the joint secretaries of the Company.

**Directors** refers to the directors of the Board of Directors.

**Group** refers to the Company and its subsidiaries at the relevant time or, where the context otherwise requires in respect of the period before the Company became the holding company of its present subsidiaries, the present subsidiaries of the Company or the enterprises operated by its present subsidiaries or their predecessors (as the case may be).

**Listing Rules** refers to the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited, as amended from time to time.

**Nomination Committee** refers to the nomination committee established through a resolution of the Board of Directors in accordance with Article 2 of these Terms of Reference.

**Shareholder(s)** refers to the shareholder(s) of the Company.

**Stock Exchange** refers to The Stock Exchange of Hong Kong Limited.

## **Establishment**

2. The Nomination Committee was established pursuant to a resolution of the 18th meeting of the first session of the Board of Directors.

## **Members**

3. The Board of Directors appoints members of the Nomination Committee from among the Directors. There shall be not less than three members, of whom the majority shall be independent non-executive Directors. The quorum for a meeting of the Nomination Committee is two members of the Nomination Committee, one of whom must be an independent non-executive Director.
4. The chairman of the Nomination Committee shall be an independent non-executive Director or the chairman of the Board of Directors of the Company.
5. If the Company fails to comply with any such requirement of the Nomination Committee under the Listing Rules at any time, an announcement shall be published forthwith stating details and reasons for the failure, which shall be rectified by the Board of Directors with reasonable endeavours in accordance with these Terms of Reference, in a timely manner, in any event three months from its failure to comply with the relevant requirements.

## **Number and procedures of Meetings**

6. Unless otherwise stated herein, the meeting will be conducted in accordance with the provisions of the Company's Articles of Association regarding meetings of the Board of Directors and procedures.
7. A meeting shall be convened at least once a year. The chairman of the Nomination Committee must convene a meeting if requested by any member of the Nomination Committee.
8. If a resolution of the Nomination Committee is passed at the meeting, it must be passed by more than half of the Nomination Committee members present at the meeting.
9. The quorum for a meeting of the Nomination Committee is two members, at least one of whom must be an independent non-executive Director. At a duly convened meeting of the Nomination Committee, a sufficient quorum shall be present to exercise all or any of the authority, power and discretionary power conferred or exercisable by the Nomination Committee.
10. All notices, agenda and related meeting documents for the Nomination Committee meetings should be sent to all members of the Committee in a timely manner and at least 3 days (or other agreed period) prior to the scheduled meeting.
11. Meetings can be attended in person, by means of telephone or video conference. Members of the Nomination Committee may participate in the meeting via conference call or similar communication device (through which all participants can listen to each other). The Nomination Committee may from time to time invite advisors, including but not limited to external advisors or consultants, to attend its meetings in order to provide advice to the members.
12. Senior management is responsible for providing the Nomination Committee with sufficient information in a timely manner so that it can make an informed decision. The information provided must be complete and reliable. If a Director requests more detailed information than that voluntarily provided by senior management, the Director should make additional necessary inquiries. The Board of Directors and each Director have their own independent access to the senior management.
13. Full minutes of meetings of the Nomination Committee shall be kept by a duly appointed secretary of the meeting for review by all Directors. The minutes of the meetings of the Nomination Committee shall record in sufficient detail the matters considered and the unanimous decision reached by the Nomination Committee, including any concerns or objections raised by the Directors and the committee members. Drafts and final versions of minutes of the meetings shall be sent to all members of the Nomination Committee for their comment and records, within a reasonable time after the meeting.
14. The secretary of the Nomination Committee shall be the company secretary.

## **Annual General Meetings**

15. The chairman of the Nomination Committee shall attend the annual general meetings of the Company and be prepared to respond to any questions raised by Shareholders regarding the activities of the Nomination Committee.
16. If the chairman of the Nomination Committee is unable to attend the annual general meeting of the Company, another member of the Nomination Committee (or failing which his/her duly appointed delegate) shall be arranged to attend the meeting on his/her behalf. Such individual shall be prepared to respond to questions raised by any Shareholders regarding the activities of the Nomination Committee.

## **Declaration of Interest**

17. Each member of the Nomination Committee shall declare to the Nomination Committee any personal financial interest relating to any matter to be discussed or decided by the Nomination Committee, and any potential conflict of interest relating to such matter (including, but not limited to, interests in respect of ownership of intellectual property or equity interest). Any member who enjoys such benefits or is involved in such potential conflict of interest shall recuse himself/herself from discussions and voting on resolutions of the Nomination Committee on such matters and shall recuse himself/herself from direct communication with the members of the Board of Directors or senior management of the Company on such matters.

## **Powers**

18. The Nomination Committee, authorized by the Board of Directors, may investigate into any activity within the scope of these Terms of Reference. It is authorized to request any information from any employee as required and all employees are instructed to cooperate with the Nomination Committee for any requests made by them.
19. When the Nomination Committee performs its duties, the relevant departments of the Company shall provide cooperation and sufficient resources. If deemed necessary, the Nomination Committee may, at the Company's expense, engage intermediary agencies to provide independent professional advice for its decision-making in order to perform its responsibilities. The Nomination Committee is fully responsible for establishing the selection criteria, selecting, appointing and setting the terms of reference for any external consultants who provide advice to the Nomination Committee.

## **Duties and Responsibilities**

20. The duties and responsibilities of the Nomination Committee include:
  - (a) to review the required structure, size and composition (including skills, knowledge and experience) of the Board of Directors annually, assist the Board of Directors in maintaining a skills matrix for the Board of Directors, and make recommendations on any proposed changes to the Board of Directors to complement the Company's corporate strategy;

- (b) to make recommendations to the Board of Directors regarding the appointment or reappointment of Directors and the succession and removal plan for Directors (in particular the Chairman and chief executive), and the appointment or dismissal of senior management;
- (c) to identify individuals suitably qualified to become the member of the Board of Directors and select or make recommendations to the Board of Directors on the selection of individuals nominated for directorships;
- (d) to conduct annual assessment of the independence of independent non-executive Director;
- (e) to review and make recommendations on candidates for Directors and senior management, and to support the Company's regular evaluation of the performance of the Board of Directors;
- (f) before the Board of Directors makes an appointment, the Nomination Committee shall comprehensively assess the skills, knowledge, and experience of the Board of Directors and, based on the assessment results, prepare a description of the functions and required competencies for the specific appointed position. The Nomination Committee shall, when seeking suitable candidates, (if applicable and appropriate):
  - (i) use public advertising or the services of external consultants to help identify candidates;
  - (ii) consider candidates from diverse backgrounds; and
  - (iii) select candidates based on objective criteria and ensure that appointees have sufficient time to perform their duties;
- (g) to continuously assess the organization's leadership capabilities needs (both executive and non-executive) to ensure that the organization can continue to compete effectively in the market;
- (h) to keep abreast of strategic matters and business changes that affect the Company and the markets in which the Company operates;
- (i) to assess the time required for non-executive Director annually. Performance evaluations should be used to determine whether non-executive Directors are dedicating sufficient time to performing their duties;
- (j) to ensure that non-executive Directors receive formal letters of appointment upon their appointment to the Board of Directors, clearly outlining the requirements for their time commitment, committee service, and participation outside of Board Meeting; and
- (k) to develop or assist the Board of Directors in developing the Company's Board Diversity Policy.

21. The Nomination Committee shall also make recommendations to the Board of Directors on the following matters:
- (a) to develop a succession plan for executive and non-executive Directors;
  - (b) suitable candidates for the position of independent non-executive Directors;
  - (c) the composition of the Company's Audit and Remuneration Committee;
  - (d) reappointment of any non-executive Director upon the expiration of their term of office (based on the required knowledge, skills and experience, with due consideration of their performance and ability to continue to contribute to the Board of Directors);
  - (e) whether any Director who has reached the age of 70 continues to serve;
  - (f) Shareholders may re-elect any Director pursuant to the retirement by rotation provisions in the Articles of Association of the Company (with due consideration of the required knowledge, skills and experience, and the Director's performance and ability to continue to contribute to the Board of Directors);
  - (g) any matter relating to the continued service of any Director at any time, including the suspension or termination of an executive Director 's service as an employee of the Company pursuant to law and service contract; and
  - (h) to appoint any Director to an executive or other position.

### **Reporting Procedures**

22. Without prejudice to the generality of the duties and responsibilities of the Nomination Committee as set out in these Terms of Reference, the Nomination Committee shall report its decisions and recommendations to the Board of Directors in full knowledge, unless the Nomination Committee is restricted by laws or regulations from doing so.

### **Making Available the Terms of Reference**

23. The Nomination Committee shall make available these Terms of Reference at request and publish the same on the Stock Exchange's website and the Company's website, thereby explaining its duties and responsibilities and the authority delegated to it by the Board of Directors.
24. These Terms of Reference shall be reviewed and approved by the Board of Directors and shall become effective and be implemented from the date on which the Company's initial public offering of overseas-listed shares (H shares) are filed with the China Securities Regulatory Commission and H shares are listed on the Main Board of the Stock Exchange.